

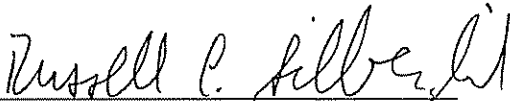
**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

-----X)	
In re)	Chapter 11
)	
TELEGLOBE COMMUNICATIONS)	Jointly Administered
CORPORATION, <i>et al</i> ,)	Bankr Case No 02-11518 (MFW)
)	
Debtors)	
-----X)	
TELEGLOBE COMMUNICATIONS)	C A No. 04-CV-1266 (SLR)
CORPORATION, <i>et al</i> ,)	
)	
Plaintiffs,)	
)	
v.)	
)	
BCE INC , <i>et al</i> ,)	
)	
Defendants)	
-----X)	

**DEBTORS' RESPONSE TO INTERVENOR VARTEC TELECOM INC.'S
AMENDED MOTION FOR PROTECTIVE ORDER REGARDING
DEFENDANTS' SECOND REQUEST FOR PRODUCTION OF DOCUMENTS**

The above-captioned Debtor/Plaintiffs (the "Debtors"), in response to "Intervenor VarTec Telecom Inc.'s Amended Motion for Protective Order Regarding Defendants' Second Request for Production of Documents" (the "Motion"), respectfully state that they intend to abide by any ruling that the Court renders in connection with the Motion. The Debtors further respectfully request the right to respond at oral argument, if any, to any arguments made by either the Defendants or VarTec.

Dated: May 16, 2005
Wilmington, Delaware



Gregory V. Varallo (No. 2242)
C. Malcolm Cochran, IV (No. 2337)
Russell C. Silberglied (No. 3462)
Richards, Layton & Finger P.A.
One Rodney Square
Wilmington, Delaware 19810
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

Attorneys for Teleglobe Communications
Corporation, *et al*